

# STATE OF SOUTH DAKOTA

## Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

|  |  |   |
|--|--|---|
| 1. TITLE OF NEWSPAPER <u>Rapid City Journal</u>  |  | 2. DATE <u>9-28-14</u>  |
| 3. FREQUENCY OF ISSUE <u>Daily</u>   | 3A. NO. OF ISSUES PUBLISHED ANNUALLY <u>365</u>    | 3B. ANNUAL SUBSCRIPTION PRICE \$ <u>276.00</u>                                    |
| 4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code) (Not printers) <u>P.O. Box 450, Rapid City, Pennington Co. SD 57709</u>  |  |   |
| 5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER (Not printers) <u>P.O. Box 450, Rapid City, Pennington Co., SD 57709</u>  |  |   |
| 6. FULL NAME OF PUBLISHER: <u>Shanna Brinker</u>   |  |   |
| 7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.) |  |   |
| FULL NAME<br><u>Lee Entwistle</u>  |  | COMPLETE MAILING ADDRESS<br><u>201 N. HARRISON St. Suite 600 DAKOTA, IA 52501</u> |
| 8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form.)   |  |   |
| 9. EXTENT AND NATURE OF CIRCULATION  | AVERAGE NO. COPIES EACH ISSUED PRECEDING 12 MONTHS | ACTUAL NO. COPIES ISSUED NEAREST TO FILING DATE                                   |
| A. TOTAL NO. COPIES (Net Press Run)  | <u>25181</u>                                       | <u>27540</u>  |
| B. PAID AND/OR REQUESTED CIRCULATION   |  |   |
| 1. Sales through dealers and carriers, street vendors, counter sales, and paid electronic copies.  | <u>18985</u>                                       | <u>23687</u>  |
| 2. Mail Subscription (Paid and or requested)   | <u>884</u>   | <u>912</u>  |
| C. TOTAL PAID AND/OR REQUESTED CIRCULATION (Sum of 9B1 and 9B2)  | <u>19869</u>                                       | <u>24599</u>  |
| D. FREE DISTRIBUTION   |  |   |
| 1. BY MAIL, CARRIER OR OTHER MEANS   | <u>781</u>   | <u>764</u>  |
| 2. SAMPLES, COMPLIMENTARY AND OTHER FREE COPIES  | <u>6</u>   | <u>5</u>  |
| E. TOTAL DISTRIBUTION (Sum of C, D1 and D2)  | <u>787</u>   | <u>769</u>  |
| F. COPIES NOT DISTRIBUTED  |  |   |
| 1. Office use, left over, unaccounted, spoiled after printing  | <u>3757</u>  | <u>2294</u>   |
| 2. Return from News Agents   | <u>0</u>   | <u>0</u>  |
| G. TOTAL (Sum of E, F1 and F2 - Should equal net press run shown in A)   | <u>24413</u>                                       | <u>27662</u>  |

Statement must be signed by Publisher, Business Manager, or Owner in the presence of a Notary Public  
I swear that the statements made by me are true, correct, and complete!

[Signature]  
(Signature)

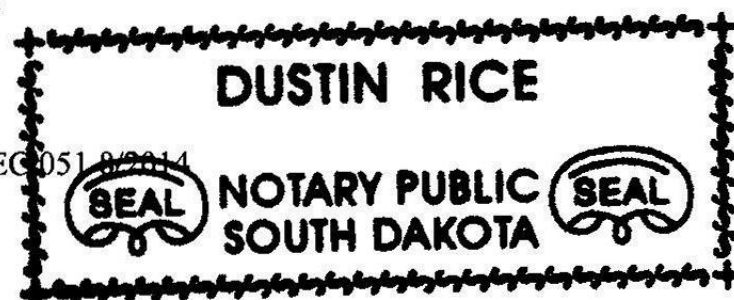
Publisher  
(Title)

State of South Dakota )  
County of Pennington )

Sworn to before me this 18th day of December, 2014  
[Signature]  
Notary Public

My commission expires: \_\_\_\_\_

(Seal)



Form: SOS REC 051 8/2014

**RECEIVED** My Commission Expires July 1, 2020

DEC 22 2014

S.D. SEC. OF STATE

September 29, 2014

**TO:ALL LEE PUBLISHERS AND CIRCULATION MANAGERS**

**RE:STATEMENT OF OWNERSHIP--SHAREHOLDERS OVER 1% AS OF 8/31/14**

Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722

Grant E. Schermer, 10455 O'Brien Creek, Missoula, MT 59804

Cedar Rock Capital Limited, 110 Wigmore Street, London W1U 3RW, United Kingdom

Dimensional Fund Advisors LP, Palisades West, Building One, 6300 Bee Cave road, Austin, Texas 78746

Lonestar Capital Management LLC, One Maritime Plaza, Suite 1105, San Francisco, CA 94111

BlackRock, Inc., 40 East 52<sup>nd</sup> Street, New York, NY 10022

New York State Common Retirement Fund, 633 3<sup>rd</sup> Avenue #31, New York, NY 10017

Silver Point Capital, 2 Greenwich Plaza, Greenwich, CT 06830

Systematic Financial Management LP, 300 Frank W. Burr Blvd., Teaneck, NJ 07666

Bridgeway Capital Management Inc., 20 Greenway Plaza, Suite 450, Houston, TX 77046

First Clearing, LLC, 901 E. Byrd Street, Richmond, VA 23219

Charles Schwab & Co., Inc., 51 Mercedes Way, Edgewood, NY 11717

UBS Financial Services Inc., 1200 Harbor Blvd, Weehawken, NJ 07086

Pershing LLC Securities Corporation, 1 Pershing Plaza, Jersey City, NJ 07399

Bank of New York, One Wall Street, New York, NY 10286

National Financial Services, LLC, 200 Liberty Street, New York, NY 10281

JPMorgan Chase Bank, 14201 Dallas Parkway, Dallas, TX 75254

Ameritrade, Inc., 51 Mercedes Way, Edgewood, NY, 11717

E\*Trade Clearing LLC, 10951 White Rock Road, Rancho Cordova, CA 95670

Scottrade Inc., 51 Mercedes Way, Edgewood, NY 11717

Merrill Lynch, Pierce Fenner & Smith, 4 Corporate Place, Piscataway, NJ 08854

J.P. Morgan Chase Bank, One Chase Manhattan Plaza, New York, NY 10081

Goldman Sachs, 180 Maiden Lane, New York, NY 10038

U.S. Bank N.A., Attn: Securities Control, 1555 N. Rivercenter Drive, Suite 0300,  
Milwaukee, WI 53212

Morgan Stanley DW Inc., c/o ADP Services, 51 Mercedes Way, Edgewood, NY 11717

The Vanguard Group, Inc., 100 Vanguard Blvd., Malvern, PA 19355

State Farm Investment Management Corp., 430 W. 7<sup>th</sup> Street, Kansas City, MO 64105

State Street Bank & Trust Company, 1776 Heritage Drive, Global Corporate Action Units  
JAB 5 NW, Quincy, MA 02171

Barclays Global Investors N.A./Investment, 980 9<sup>th</sup> Street, 6<sup>th</sup> Floor, Sacramento, CA  
95814

Morgan Stanley & Co. Incorporated, One Pierrepont Plaza, 7<sup>th</sup> Floor, Brooklyn, NY 11201

Raymond, James & Associates, Inc., 880 Carilion Parkway, P.O. Box 12749, St.  
Petersburg, FL 33716

Spear, Leeds & Kellogg, 120 Broadway, New York, NY 10271

Research Capital Corporation, Ernst & Young Tower, Suite 1500, 222 Bay Street, Toronto  
ON M5K 1J5 Canada

JPMC Clearing, One Metrotech Center North, 4<sup>th</sup> Floor, Brooklyn, NY 11201

**1 % Debt holders of Lee Enterprises Incorporated**

**9/29/2014**

**Lender Group**

|   |  |                            |
|---|--|----------------------------|
| Bank of New York                                  | 525 William Penn Place Suite 153-0400              | Pittsburgh, PA 15259       |
| Goldman Sachs                                     | 30 Hudson Street, Proxy Department                 | Jersey City, NJ 07302      |
| JP Morgan Chase                                   | 3 Chase Metrotech Center Proxy Department/NY1-H034 | Brooklyn, NY 11245         |
| Northern Trust                                    | 801 S. Canal Street                                | Chicago, IL 60607          |
| HG VORA - GEM 1 LOAN FUNDING                      | 330 Madison Ave                                    | New York, NY 10017         |
| Mudrick Distressed Opportunity Fund Global, LP    | 477 Madison Ave 12th Floor                         | New York, NY 10022         |
| Mutual Quest Fund                                 | 101 John F. Kennedy Parkway                        | Short Hills, NJ 07078      |
| BH FINANCE LLC                                    | 1440 Kiewit Plaza                                  | Omaha, Nebraska 68131      |
| SSB&T Co  | 1776 Heritage Drive                                | North Quincy, MA 02171     |
| Hawkeye Capital Master                            | 800 Third Avenue 9th Floor                         | New York, NY 10022         |
| FIFTH STREET STATION LLC                          | 1041 Kirkpatrick Road Suite 250                    | Burlington, NC 27215       |
| Aristeia Master, L.P.                             | 136 Madison Ave 3rd Floor                          | New York, NY 10016         |
| ACHIEVEMENT LOAN FUNDING                          | 5400 Westheimer Court, Ste 760                     | Houston, Texas 77056       |
| BNYMEL/TST  | 525 William Penn Place Suite 153-0400              | Pittsburgh, PA 15259       |
| JPMC BNA  | 14201 Dallas Parkway Floor 12                      | Dallas, TX 75254           |
| Wingspan Master Fund, LP                          | 650 Madison Ave 23rd Floor                         | New York, NY 10022         |
| RIVERPARK SHORT TERM HY                           | PO Box 219008                                      | Kansas City, MO 64121-9008 |
| Barclay/ LE                                       | 400 Jefferson Park                                 | Whippany, NJ 07981         |
| Citigroup   | 388 Greenwich Street, 11th Floor                   | New York, NY 10013         |
| SPCP GROUP LLC                                    | 2 Greenwich Plaza                                  | Greenwich, CT 06830        |
| CVC Global Credit Opportunities Master Fund, L.P. | 712 Fifth Ave 12th Floor                           | New York, NY 10019         |
| MSSB  | 1300 Thames Street, 6th Floor                      | Baltimore, MD 21231        |
| CORDATUS EUROPEAN CREDIT OPP A                    | 111 Strand London                                  | United Kingdom WC2R0AG     |
| US Bank NA  | 1555 N. Rivercenter Drive, Suite 302               | Milwaukee, WI 53212        |